

FREEPORT MCMORAN COPPER & GOLD INC
Form 8-K
July 18, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 16, 2013

FREEPORT-McMoRan COPPER & GOLD INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Delaware (State or other jurisdiction of incorporation) | 001-11307-01 (Commission File Number) | 74-2480931 (I.R.S. Employer Identification Number) |
|---|--|--|

| | |
|---|--------------------------|
| 333 North Central Avenue Phoenix, AZ (Address of principal executive offices) | 85004-2189 (Zip Code) |
|---|--------------------------|

Registrant's telephone number, including area code: (602) 366-8100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

Freeport-McMoRan Copper & Gold, Inc. (the Company) held its 2013 annual meeting of stockholders on July 16, 2013 in Wilmington, Delaware. At the annual meeting, the Company's stockholders (1) elected each of the fifteen director nominees listed below to serve as a director of the Company for a term that will continue until the next annual meeting of stockholders, (2) failed to approve, on an advisory basis, the compensation of the Company's named executive officers, (3) ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2013 fiscal year, (4) failed to approve a stockholder proposal regarding the selection of a candidate with environmental expertise to be recommended for election to the Company's board of directors, (5) approved a stockholder proposal regarding a requirement that the Company's chairman of the board of directors be an independent member of the Company's board of directors, (6) failed to approve a stockholder proposal regarding the adoption by the Company's board of directors of a policy on board diversity, and (7) approved a stockholder proposal regarding the amendment of the Company's bylaws to permit stockholders holding 15% of the Company's outstanding common stock to call a special meeting of stockholders.

Of the 949,737,246 shares of the Company's common stock outstanding as of the record date, 750,495,368 shares were represented at the annual meeting. The Company's independent inspector of elections reported the vote of stockholders as follows:

Proposal 1: Election of fifteen director nominees.

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------|-------------|----------------|------------------|
| Richard C. Adkerson | 561,117,123 | 29,446,637 | 159,931,608 |
| Robert J. Allison, Jr. | 419,635,955 | 170,927,805 | 159,931,608 |
| Alan R. Buckwalter, III | 580,061,621 | 10,502,139 | 159,931,608 |
| Robert A. Day | 500,736,959 | 89,826,801 | 159,931,608 |
| James C. Flores | 571,557,807 | 19,005,953 | 159,931,608 |
| Gerald J. Ford | 501,865,478 | 88,698,282 | 159,931,608 |
| Thomas A. Fry, III | 579,990,377 | 10,573,383 | 159,931,608 |
| H. Devon Graham, Jr. | 470,194,507 | 120,369,253 | 159,931,608 |
| Charles C. Krulak | 485,426,678 | 105,137,082 | 159,931,608 |
| Bobby Lee Lackey | 479,029,374 | 111,534,386 | 159,931,608 |
| Jon C. Madonna | 507,059,634 | 83,504,126 | 159,931,608 |
| Dustan E. McCoy | 501,570,440 | 88,993,320 | 159,931,608 |
| James R. Moffett | 489,118,265 | 101,445,495 | 159,931,608 |
| B. M. Rankin, Jr. | 504,231,796 | 86,331,964 | 159,931,608 |
| Stephen H. Siegele | 577,227,381 | 13,336,379 | 159,931,608 |

Proposal 2: Approve, on an advisory basis, the compensation of the Company's named executive officers.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 171,978,015 | 413,365,246 | 5,220,499 | 159,931,608 |

Proposal 3: Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm.

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| Votes For | Votes Against | Abstentions |
|-------------|------------------|-------------|
| 738,526,630 | 9,681,562 | 2,287,176 |

Proposal 4: Stockholder proposal regarding the selection of a candidate with environmental expertise to be recommended for election to the Company's board of directors.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 170,333,967 | 405,173,155 | 15,056,638 | 159,931,608 |

Proposal 5: Stockholder proposal regarding the requirement that the Company's chairman of the board of directors be an independent member of the Company's board of directors.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 332,649,288 | 255,185,919 | 2,728,553 | 159,931,608 |

Proposal 6: Stockholder proposal regarding the adoption by the Company's board of directors of a policy on board diversity.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 162,999,544 | 401,108,473 | 26,455,743 | 159,931,608 |

Proposal 7: Stockholder proposal regarding the amendment of the Company's bylaws to permit stockholders holding 15% of the Company's outstanding common stock to call a special meeting of stockholders.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 415,552,389 | 172,162,465 | 2,848,906 | 159,931,608 |

Item 8.01 Other Events.

As discussed in Item 5.07 above, on July 16, 2013, at the Company's annual meeting, a majority of the Company's stockholders present and entitled to vote on the proposal approved a stockholder proposal regarding the amendment of the Company's Amended and Restated By-Laws. In connection with the approval of the stockholder proposal, Article IV, Section 7 of the Company's Amended and Restated By-Laws was amended, effective July 16, 2013, to permit stockholders holding 15% of the Company's outstanding common stock to call a special meeting.

A copy of the Composite By-Laws of the Company, reflecting the amendment adopted by the Company's stockholders at the annual meeting, is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

9.01 Financial Statements and Exhibits.

(d) Exhibits.

The Exhibit included as part of this Current Report is listed in the attached Exhibit Index.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FREEPORT-McMoRan COPPER & GOLD INC.

By: /s/ C. Donald Whitmire, Jr.

C. Donald Whitmire, Jr.
Vice President and Controller -
Financial Reporting
(authorized signatory and
Principal Accounting Officer)

Date: July 18, 2013

Freeport-McMoRan Copper & Gold Inc.
Exhibit Index

Exhibit
Number

3.1 Composite Bylaws of Freeport-McMoRan Copper & Gold Inc. as of July 16, 2013.